



CORPORATION SERVICE COMPANY

REGISTRATION NO. 26205-A FILED

SEP 07 '06

11-33 AM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield IL 62703

1-800-927-9801 Ext 3813  
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea Ext 3813

Date: September 6, 2006

Order#: 356150/005

Re: DBUX207058-DBUX207072 ELBOW RIVER MARKETING LIMITED

Please process the enclosed documents for the service indicated below.

SECONDARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 09/22/2006  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.  
Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Lessor:

The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas, 20th Floor  
New York, NY 10036

Lessee:

Elbow River Marketing Limited Partnership  
Suite 3990, 855-2nd Street SW  
Calgary, AB T2P4J7



CORPORATION SERVICE COMPANY

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 3 day of March, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ELBOW RIVER MARKETING LIMITED PARTNERSHIP, a limited partnership formed under the laws of the Province of Alberta, with an address at Suite 3990, 855-2nd St. SW, Calgary, AB T2P 4J7 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of November 8, 2005 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on February 21, 2006 and given Recordation Number 26205.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien  
Name: William P. O'Brien  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ELBOW RIVER MARKETING LIMITED PARTNERSHIP,  
by its Manager, ELBOW RIVER MARKETING CORPORATION

By: M.D. Brown  
Name: M.D. Brown  
Title: General Manager

# Schedule A

Number of Cars		Equipment Description
10		25,000 through 27,000 gallon capacity tank cars, exterior coiled, insulated
1	DBUX	207058
2	DBUX	207059
3	DBUX	207060
4	DBUX	207061
5	DBUX	207062
6	DBUX	207063
7	DBUX	207064
8	DBUX	207065
9	DBUX	207067
10	DBUX	207072